

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	§	
	§	<b>Chapter 11</b>
	§	
CORE SCIENTIFIC, INC., <i>et al.</i> ,	§	<b>Case No. 22-90341 (DRJ)</b>
	§	
Debtors. <sup>1</sup>	§	<b>(Joint Administration Requested)</b>
	§	<b>Related Docket No. 38, 96, 108</b>

**NOTICE OF FILING OF SECOND REVISED PROPOSED DIP ORDER**

PLEASE TAKE NOTICE that on December 21, 2022, Core Scientific, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), filed the *Emergency Motion of Debtors for Entry of Interim and Final Order (A) Authorizing The Debtors to Obtain Postpetition Financing, (B) Authorizing The Debtors to Use Cash Collateral, (C) Granting Liens and Providing Claims With Superpriority Administrative Expense Status, (D) Granting Adequate Protection to The Prepetition Secured Parties, (E) Modifying The Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief* (Docket No. 38) (the “**DIP Motion**”), with a proposed order granting the relief requested in the DIP Motion attached thereto as Exhibit A (the “**Initial Proposed Order**”).

PLEASE TAKE FURTHER NOTICE that on December 22, 2022, the Debtors filed the *Notice of Filing of Draft DIP Loan Agreement* (Docket No. 96), attaching thereto as Exhibit 1 the Draft DIP Loan Agreement (the “**Initial Draft DIP Loan Agreement**”).

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

**PLEASE TAKE FURTHER NOTICE** that on December 22, 2022, the Debtors filed the *Notice of Filing of Revised Proposed DIP Order* (Docket No. 108), attaching thereto as Exhibit A a revised proposed order granting the relief requested in the DIP Motion (the “**Revised Proposed Order**”).

**PLEASE TAKE FURTHER NOTICE** that the Debtors hereby submit a fully compiled second revised proposed order granting the relief requested in the DIP Motion, attached hereto as Exhibit A (the “**Second Revised Proposed Order**”), which includes (i) as Exhibit 1 thereto a revised Draft DIP Loan Agreement (the “**Revised Draft DIP Loan Agreement**”) and (ii) as Exhibit 2 thereto the unchanged Initial Budget originally attached to the *Notice of Filing of Initial Budget* (Docket No. 97).

**PLEASE TAKE FURTHER NOTICE** that a redline of the Second Revised Proposed Order marked against the Revised Proposed Order is attached hereto as Exhibit B.

**PLEASE TAKE FURTHER NOTICE** that a redline of the Revised Draft DIP Loan Agreement marked against the Initial Draft DIP Loan Agreement is attached hereto as Exhibit C.

*[Remainder of Page Intentionally Left Blank]*

Dated: December 22, 2022  
Houston, Texas

Respectfully submitted,

/s/ Alfredo R. Pérez  
WEIL, GOTSHAL & MANGES LLP  
Alfredo R. Pérez (15776275)  
700 Louisiana Street, Suite 1700  
Houston, Texas 77002  
Telephone: (713) 546-5000  
Facsimile: (713) 224-9511  
Email: Alfredo.Perez@weil.com

-and-

WEIL, GOTSHAL & MANGES LLP  
Ray C. Schrock, P.C. (*pro hac vice* pending)  
Ronit J. Berkovich (*pro hac vice* pending)  
Moshe A. Fink (*pro hac vice* pending)  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Email: Ray.Schrock@weil.com  
Ronit.Berkovich@weil.com  
Moshe.Fink@weil.com

*Proposed Attorneys for Debtors  
and Debtors in Possession*

**Certificate of Service**

I hereby certify that on December 22, 2022, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Alfredo R. Pérez  
Alfredo R. Pérez